

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

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May 10, 1993

Mr. Sidney Strickland
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

RECORDATION NO. 10703 FILED 1425

MAY 17 1993 8-50 AM

INTERSTATE COMMERCE COMMISSION

MAY 17 9 43 AM '93
MOTOR OPERATING UNIT

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of May 7, 1993. The primary document to which this is connected is recorded under Recordation No. 10703.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

TRUSTEE/LESSOR: Chemical Bank (as successor by merger to Manufacturers Hanover Trust Company)
450 W. 33rd Street
New York, New York 10001

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, Virginia 23510

The equipment covered by the document is generally described as follows:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (old numbers)
14	Box Cars	XP, XPI	SOU 565370, 565453 565534, 565332 565548, 565503 565467, 565326 565560, 565367 565368, 565379 565493, 565412

A fee of \$16.00 is enclosed. Please return three of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Statement of New Numbers dated as of May 7, 1993, with respect to Equipment Trust Agreement with Recordation No. 10703, dated August 1, 1979, covering fourteen box cars, numbered SOU 565370, 565453, 565534, 565332, 565548, 565503, 565467, 565326, 565560, 565367, 565368, 565379, 565493 and 565412, changed to NS 463405-463418, respectively.

Very truly yours,



J. Gary Lane

jgl
encl.

MAY 17 1993 9:50 AM

INTERSTATE COMMERCE COMMISSION
STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO FOURTEEN (14) BOX CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 565370, 565453, 565534, 565332, 565548, 565503, 565467, 565326, 565560, 565367, 565368, 565379, 565493 AND 565412, SUBJECT TO AN EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 1, 1979, BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND MANUFACTURERS HANOVER TRUST COMPANY, AS TRUSTEE

Old Road Number
AssignedNew Road Number
Assigned

SOU 565370
SOU 565453
SOU 565534
SOU 565332
SOU 565548
SOU 565503
SOU 565467
SOU 565326
SOU 565560
SOU 565367
SOU 565368
SOU 565379
SOU 565493
SOU 565412

NS 463405
NS 463406
NS 463407
NS 463408
NS 463409
NS 463410
NS 463411
NS 463412
NS 463413
NS 463414
NS 463415
NS 463416
NS 463417
NS 463418

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 7th day of May, 1993.

NORFOLK SOUTHERN RAILWAY COMPANY

By: John P. Ralston

Vice President

ATTEST:

Debra M. Martin
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA)

CITY OF NORFOLK)

SS:

On this 7th day of May, 1993, before me personally appeared John P. Ricketts, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Charles H. Johnston

Notary Public

My Commission expires: AUGUST 31, 1994